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**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:

USA Commercial Mortgage Company,

Debtors.

Case No. BK-S-06-10725-LBR

CHAPTER 11

**Stipulated Motion for Approval of
Compromise Settlement of Roy R.
Ventura Jr., and Nancy B Ventura
Proofs of Claim**

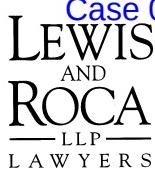
USACM Liquidating Trust (the “USACM Trust”), by and through its counsel, Lewis and Roca LLP, and Roy R. and Nancy B. Ventura, by and through their counsel, Matthew L. Johnson & Associates, P.C. (“Ventura”), file this stipulated motion seeking to settle Ventura’s proofs of claim against the estate of USA Commercial Mortgage Company (“USACM”).

The USACM Trust and Ventura stipulate:

1. Ventura filed Proof of Claim Nos. 10725-00638 and 10725-00639 (the “Ventura Claims”) based upon investments in multiple loans, including \$50,000 in Eagle Meadows; \$40,000 Hesperia II; \$30,000 HFAH Clear Lake; and \$35,000 in Lerin Hills.

2. Proof of Claim No. 10725-00639 is an exact duplicate of Proof of Claim No. 10725-00638.

3. On June 27, 2011, the USACM Trust filed its Eleventh Omnibus Objection to Proofs of Claim Based In Whole or In Part Upon Investment in the Eagle Meadows Loan [DE 8570]. On August 16, 2011, Venturas filed a response [DE 8930].



1 4. On August 7, 2011, the USACM Trust filed its Fifth Omnibus Objection to
2 Proofs of Claim Based In Part Upon Investment in the Lerin Hills Loan [DE 8872]. On
3 September 23, 2011, Venturas filed a response [DE 9221].

4 5. On August 8, 2011, the USACM Trust filed its Third Omnibus Objection to
5 Proofs of Claim Based In Part Upon Investment in the Hesperia II Loan [DE 8885]. On
6 September 23, 2011, Venturas filed a response [DE 9222].

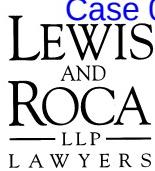
7 6. On August 9, 2011, the USACM Trust filed its Tenth Omnibus Objection to
8 Proofs of Claim Based Partially Upon Investment in the HFAH Clear Lake Loan [DE
9 8900]. On September 23, 2011, Venturas filed a response [DE 9220].

10 7. Pursuant to the ADR Agreement established under the Debtors' confirmed
11 Plan, on January 10, 2012, Geoffrey Berman, the Trustee, John Hinderaker, Counsel for
12 the USACM Trust, and Katie Bindrup, counsel for the Venturas, had a conference call.
13 Both sides shared information and Ms. Bindrup explained the basis for the Ventura
14 Claims.

15 8. The Trustee has considered the Venturas Claims, the documents supplied to
16 support the claims and the dialog between the parties during and before the conference call
17 about the claim. The Trustee does not believe the Ventura Claims are valid, but disputing
18 the remainder of the Ventura Claims would require the Trust to participate in a mediation
19 and then potentially attend a trial on the disputed claims.. The Trustee has no doubt that
20 the attorneys' fees and expenses the Trust would incur to challenge the claims in such
21 litigation would easily exceed the monetary value to the Trust beneficiaries ultimately
22 derived from challenging the Venturas Claims.

23 9. Accordingly, the parties have agreed to settle the Venturas Claim 10725-
24 00638 and 10725-00639 as follows:

- 25 • Ventura proof of claim 10725-00639 is a duplicate of claim 10725-00638
26 and will be disallowed in its entirety.



- 1 • Ventura Claim Proof of Claim No. 10725-00638 in the amount of \$155,828
2 will be allowed in part in the amount of \$34,750. This figure was arrived at
3 as follows:

5 Eagle Meadows Claim: \$50,000 claim; 10% allowed (\$5,000) and
6 90% disallowed (\$45,000);

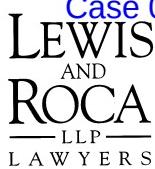
7 Lerin Hills Claim: \$35,000 claim; 25% allowed (\$8,750) and 75%
8 disallowed (\$26,250);

9 Hesperia II Claim: \$40,000 claim; 30% allowed (\$12,000) and 70%
10 disallowed (\$28,000);

11 HFAH Clear Lake Claim: \$30,000 claim, 30% allowed (\$9,000) and
12 70% disallowed (\$21,000); and

13 The balance proof of claim 10725-00638, if any, is disallowed.

- 14 • The Venturas' responses [DE 8930, 9220, 9221, 9222] to the objections
15 filed by the USACM Trust and those objections will be deemed moot as
16 they related to the Venturas Proofs of Claim;
- 17 • Based upon the portion of Proof of Claim No. 10725-00638 allowed as a
18 non-priority unsecured claim (\$34,750.00), the Trust will make an
19 immediate 4.92% distribution (\$1,709.70) to Venturas as the *pro rata* share
20 of the funds reserved by the Trust from the initial creditor distribution. All
21 other funds reserved for the Venturas claims will be made available to the
22 Trust for whatever purpose is appropriate in the administration of the Trust;
- 23 • Venturas will share in future distributions pro rata based upon the allowed
24 claim of \$34,750.00, including the second interim distribution which motion
25 is before the Court for approval on March 1, 2012;
- 26 • This order will supersede any previous orders by this Court that might be
 deemed to conflict with this order; and



- 1 • Each party shall bear their own costs and attorneys' fees.

2 The Trustee and the Venturas respectfully request that the Court approve their
 3 compromise agreement and grant the Motion. Notice to creditors and a hearing are not
 4 required under the confirmed Plan, Bankruptcy Code or Rules. A proposed form of order
 5 is supplied for the Court's consideration.

6 DATED: February 23, 2012.

7 **LEWIS AND ROCA LLP**

8 By: /s/ John Hinderaker (AZ 18024)

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17 AGREED, AND APPROVED AS
 18 TO FORM AND CONTENT

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